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August 26, 2009

RECORDATION NO. 20827-B FILED

AUG 26 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S W
Washington, DC 20423-0001

Re: Refinancing of UPRR 1997-A-2 Union Pacific Railroad Company
Leveraged Lease Financing of Railroad Equipment

Dear Ms. Quinlan

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Amended and Restated Equipment Description (UPRR 1997-A-2), dated as of August 27, 2009, between Wilmington Trust Company (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), not in its individual capacity but solely as owner trustee of the UP 1997 Trust for BNY, as lessor (the "*Lessor*"), and Union Pacific Railroad Company, as lessee (the "*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease Agreement dated as of August 2, 1997 between the Lessee and the Lessor, a memorandum of which was recorded with the Surface Transportation Board on August 19, 1997 at 10.49 A.M. under recordation number 20827.

The names and addresses of the parties to the enclosed document are as follows.

Lessee	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179
Lessor:	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890-1605 Attention Corporate Trust Administration (UPRR 1997-A-2)

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 64 General Electric model AC4400CW

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locomotives bearing the reporting marks and road numbers within the series UP 6570 through UP 6627 and UP 6629 through UP 6634, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Equipment Description (UPRR 1997-A-2)

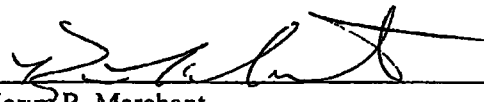
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N W
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3465).

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM.dk
Enclosures

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CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric model AC4400CW locomotives	64	UP 6570 – UP 6627 UP 6629 – UP 6634

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MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION
(UPRR 1997-A-2)
SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (UPRR 1997-A-2) effective as of August 27, 2009, by and between Wilmington Trust Company (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee of the UP 1997 Trust for BNY, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into a Lease Agreement dated as of August 2, 1997 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.


2. A memorandum of the Lease was recorded with the Surface Transportation Board on August 19, 1997 at 10:49 A.M. under recordation number 20827 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

4. This Memorandum of Amended and Restated Equipment Description may be executed in any number of counterparts, all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By 
Name: Mark H. Brzoska
Title: Financial Services Officer

Executed on this 17th day of August, 2009

UNION PACIFIC RAILROAD COMPANY

By _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this ____ day of August, 2009.

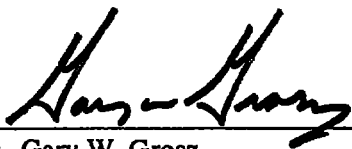
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of August, 2009.

UNION PACIFIC RAILROAD COMPANY

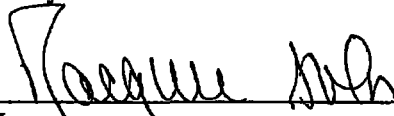
By  _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this 26th day of August, 2009

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the 17th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brzoska, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on August 17, 2009 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: _____
Notary Public
My Commission Expires: _____
Residing in JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm Expires March 28, 2011

(SEAL)

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS

On this, the ____ day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August ___, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the _____ day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on August ____, 2009 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

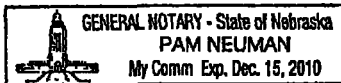
Name:
Notary Public
My Commission Expires.
Residing in _____

(SEAL)

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS:

On this, the 20th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August 20th, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Pam Neuman

Name: Pam Neuman
Notary Public
My Commission Expires: 12-15-2010
Residing in Omaha, NE

EXHIBIT A

· UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric model AC4400CW locomotives	64	UP 6570 – UP 6627 UP 6629 – UP 6634

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/26/09



Robert W Alvord